

PLAN OF DISTRIBUTION

OF

PREMERA

In accordance with RCW 24.06.265, the following Plan of Distribution for PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 (the "Corporation"), shall indicate how the Corporation shall distribute its assets upon its voluntary dissolution:

The Corporation shall apply and distribute the assets of the Corporation as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; provided that, the prior assumption of liabilities by [New PREMERA Corp.], a Washington corporation, in connection with the transfer of the Corporation's assets in exchange for New PREMERA Corp.'s stock, pursuant to the terms of the Transfer of Assets Agreement, shall be deemed adequate provision for such liabilities;
2. Once all liabilities and obligations have been paid or adequately provided for, the Corporation's remaining assets shall be transferred and conveyed to its sole voting member, [Foundation Shareholder], a Washington nonprofit corporation formed under RCW Chapter 24.03.

PREMERA

By: _____

Its: _____